

## **EXHIBIT 12**

IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

PEOPLETLO MANUFACTURING,	)	
INC.,	)	
	)	
Plaintiff,	)	
	)	
-vs-	)	
	)	No. 28-cv-03642
SUNDYNE, LLC; ACCUDYNE	)	
INDUSTRIES, LLC; DXP	)	
ENTERPRISES, INC., and	)	
PUMPWORKS, LLC,	)	
	)	
Defendants.	)	
-----	)	
PUMPWORKS, LLC,	)	
Counter-Plaintiff,	)	
-vs-	)	
PEOPLETLO MANUFACTURING,	)	
INC,	)	
Counter-Defendant.	)	

The webconference deposition of WILLIAM  
BLANKEMEIER, called by the Defendant for examination,  
taken pursuant to the Federal Rules of Civil  
Procedure of the United States District Courts  
pertaining to the taking of depositions before  
MAUREEN A. WOODMAN, a notary public within and for  
the County of Cook and State of Illinois, taken at  
One East Wacker Drive, Chicago, Illinois, on the  
24th day of June 2022, at the hour of 9:00 o'clock  
a.m. Central Standard Time.

1           Q.    And you said we probably have it somewhere.  
2   Where would you look?  If I wanted to know on a  
3   monthly basis how many people were involved in the  
4   PWA-SL program?

5           A.    We would just try and piece it together,  
6   the activities we were doing.  I mean I know we were  
7   running the production -- we know Clark Shafer was  
8   involved for years on the project as our lead.  It  
9   took, I don't know how much of my time, but a whole  
10   bunch of my time.  And then we had two production  
11   guys.  So if we have six total employees and four of  
12   them are kind of on PWA-SL, it gives a sense.  We  
13   can probably dig and piece some things together if  
14   we needed to.

15          Q.    And the people that were on the PWA-SL,  
16   they were full-time on the PWA-SL?

17          A.    Yeah.  Clark Shafer was and the production  
18   operators were full -- well, I would say they were  
19   probably 80 percent, maybe.  They were full-time,  
20   you know, for whenever we needed them to be  
21   full-time.  But we were wrapping up some other  
22   prototype things.  So we would make some other parts  
23   and stuff from time to time and sell.

24          Q.    I'm a lawyer and we grew up making time

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Q. I'm going to show you Exhibit No. 247 for identification.

(WHEREUPON, said document was marked as Deposition Exhibit No. 247 for Identification.)

BY MS. THOMPSON:

Q. Are you ready?

A. I'm ready.

Q. Can you tell me -- the e-mail from Clark to an accounting person in DXP PumpWorks accounting Department. What I'm interested in is the attached stock order document. Do you see that? Is this a typical document prepared by pump -- PeopleFlo?

MR. KIRBY: Object to form, foundation.

THE WITNESS: No. Typical document, no.

BY MS. THOMPSON:

Q. Have you seen documents such as this at PeopleFlo?

A. Yes. I think we -- I think we kept kind of a running tab, but I'm not sure.

Q. By running tab, are you referring to the ship orders where -- strike that.

The way I read this is that you're

1 telling the reader that you shipped on the date  
2 that's in column one the quantity that's in column  
3 four to PumpWorks; is that correct?

4 MR. KIRBY: Form and foundation.

5 THE WITNESS: It looks to be correct. You're  
6 right. The invoice -- their invoices, so we sent --  
7 so that's when we shipped and we billed PumpWorks.

8 BY MS. THOMPSON:

9 Q. And you note when you get prepay in column  
10 two and you note when you ship in column two; is  
11 that correct?

12 MR. KIRBY: Form and foundation.

13 THE WITNESS: Yeah, we've got a ship date and  
14 we -- and we ship. I don't understand in the second  
15 column what the -- you know, what the pre-pays are.  
16 But the idea is to invoice whatever is left from the  
17 prepayment. So we might ship six MCUs and we'll get  
18 ten percent. But some other orders will get 40  
19 percent because there wasn't a prepayment on them.

20 BY MS. THOMPSON:

21 Q. What other records would I look at at  
22 PeopleFlo if I want to know when you shipped MCUs to  
23 PumpWorks?

24 A. Sales records, invoices.

1 Q. And does this -- do these not -- correctly

2 --

3 A. Yeah.

4 Q. So, according to these charts, it appears  
5 to me that until November 5th, 2018, PeopleFlo had  
6 only shipped one MCU unit to PumpWorks?

7 MR. KIRBY: Form, foundation.

8 THE WITNESS: Where are you seeing this?

9 BY MS. THOMPSON:

10 Q. If you look at the third -- the third -- or  
11 the second entry line on the first field, it says,  
12 7/312 /018, there's a ship, pursuant to invoice 968.  
13 Do you see that? And I see a quantity one.

14 A. Mm-hmm.

15 MR. KIRBY: Keep your answers verbal.

16 THE WITNESS: Okay.

17 BY MS. THOMPSON:

18 Q. The next line I see is November 5th, 2018,  
19 ship, invoice 971, quantity four. Do you see that?

20 A. I do, yep.

21 Q. And we have another entry for November  
22 12th, 2018, and we can go -- I mean you can see --  
23 my question would be, do you have any information  
24 that a greater number of MCUs were shipped to

1 PumpWorks, greater number than are shown on these  
2 purchase order summaries?

3 A. I thought there was that batch of trial  
4 pumps that got out earlier. But it may be that  
5 November time frame where those trial pumps were  
6 sent out and it might be the PPG pump that went out  
7 in July here.

8 Q. That's what I was going to relate it back.

9 A. But I'd have to check that. I thought we  
10 got the trial pumps out a little earlier. But I do  
11 want to say that we were prepared to make -- we  
12 could make pumps at this time. We would make two  
13 pumps. If there was an order in the field that  
14 required a pump, we would make that configuration  
15 and ship it out.

16 Q. You say, but my question would be, did you  
17 ship anything -- I mean do you have any other record  
18 that you would need to check to see if you had made  
19 any other shipments?

20 A. This should encapsulate the shipments.

21 Q. All right. And to know what type of pumps  
22 I'm going to show you a series of -- looking at your  
23 purchase orders, the document we just had in front  
24 of us, the pay dates on the eighth column, do you

1 have any doubt you received the money from PumpWorks  
2 on or about those dates?

3 MR. KIRBY: Form.

4 THE WITNESS: I don't know. It looks to be the  
5 dates.

6 BY MS. THOMPSON:

7 Q. I'm going to show you a series of three  
8 exhibits.

9 MR. KIRBY: Do we have a Bates number on the  
10 attachment?

11 MS. THOMPSON: Again, it's the way guys print,  
12 I cannot.

13 MR. KIRBY: So this was the first attachment of  
14 all the other ones is the only one that's in this  
15 exhibit?

16 MS. THOMPSON: Right. Front and back. What I  
17 can do, Bill, is check our system and see if they  
18 have a Bates number that's on it, but just doesn't  
19 print out for whatever reason.

20 MR. KIRBY: I think it's on the file name.

21 MR. STOLTE: They're native files.

22 MS. THOMPSON: And they don't like to print  
23 numbers.

24 THE WITNESS: On the back of this it shows we

1 shipped the 13-inch out in October of '18.

2 BY MS. THOMPSON:

3 Q. It says one, quantity one?

4 A. Right.

5 Q. So there was one shipment made in October  
6 of 2018?

7 A. Yeah, it looks like.

8 Q. And the PPG test order was for two, was it  
9 not?

10 A. I think it was originally one and then they  
11 added another. But I'm not sure. You're right, it  
12 could be for two. It might be a few additional in  
13 addition to this. I'm not sure.

14 Q. I'm going to show you 248, 249, and 250.  
15 I'm mostly interested in understanding those forms.

16 (WHEREUPON, said documents  
17 were marked as Deposition  
18 Exhibit Nos. 248, 249, and  
19 250 for Identification.)

20 A. So --

21 Q. I need to ask the question. Do you  
22 recognize these documents?

23 MR. KIRBY: Look at all of them, Bill, before  
24 you answer. You have three exhibits in front of

1 you.

2 THE WITNESS: Yes.

3 BY MS. THOMPSON:

4 Q. And can you tell me what they are?

5 A. They're packing slips that go with the  
6 shipment.

7 Q. And the information conveyed on the packing  
8 slip relates back always to the initial order,  
9 correct?

10 A. Yes.

11 Q. So it shows the quantity order of each of  
12 the models that are listed here, correct?

13 A. Correct.

14 Q. And then it shows how many of those got  
15 shipped?

16 A. Correct.

17 Q. And then you have the last column is  
18 backorder, correct?

19 A. Correct.

20 Q. And that's how many as of the date of the  
21 shipping date 4/17/2020 are still outstanding on  
22 that order, correct?

23 A. Correct.

24 Q. And there is one -- since you got three

1 orders, two in 2018 and one in 2019, these are the  
2 most recent packing slips for each order but have  
3 the same information, correct?

4 MR. KIRBY: Form.

5 THE WITNESS: Right. The most recent ones for  
6 each of those separate orders, yes, should have that  
7 info.

8 MS. THOMPSON: Now you can take as long a break  
9 as you need.

10 MR. KIRBY: Thank you.

11 (Recess.)

12 BY MS. THOMPSON:

13 Q. I'm going to show what you I marked as  
14 Exhibit 251 for identification.

15 (WHEREUPON, said document was  
16 marked as Deposition Exhibit  
17 No. 251 for Identification.)

18 Do you recognize this as an e-mail from  
19 Clark Shafer to Skip Giessing, carbon copying  
20 yourself?

21 A. Yes.

22 Q. And this -- the e-mail date is September  
23 14th, 2018. Do you see that?

24 A. Yes.